

EXHIBIT “3”

1 Thomas P. Bleau, Esq., SBN 152945
2 Gennady L. Lebedev, Esq., SBN 179945
3 BLEAU / FOX, A P.L.C.
3575 Cahuenga Boulevard West, Suite 580
4 Los Angeles, California 90068
Telephone : (323) 874-8613
5 Facsimile : (323) 874-1234
E-mail: bleaushark@aol.com
E-mail: glebedev@bleaufox.com

6 Attorneys for Plaintiff,
7 HOUTAN PETROLEUM, INC.

8
9
10 **UNITED STATES DISTRICT COURT IN AND FOR**
11 **THE NORTHERN DISTRICT OF CALIFORNIA**

12 HOUTAN PETROLEUM, INC.

13 Plaintiff,

14 v.

15 CONOCOPHILLIPS COMPANY, a Texas
Corporation and DOES 1 through 10,
16 Inclusive

17 Defendants.

CASE NO. 3:07-CV-05627-SC

DECLARATION OF ANDREW C. PLAINE,
MAI IN SUPPORT OF PLAINTIFF'S
OPPOSITION TO CONOCOPHILLIPS
COMPANY'S APPLICATION FOR WRIT
OF POSSESSION AND PRELIMINARY
INJUNCTION

Date: January 11, 2008
Time: 10:00 a.m.
Courtroom: 1
Before: Hon. Samuel Conti

18
19 I, Andrew C. Plaine, hereby declare as follows:

20 1. If called upon to testify to the facts stated herein I could and would do so fully and
21 competently based upon my personal knowledge of same.

22 2. I am an MAI appraiser, with substantial experience in appraising gasoline station
23 properties, which I am qualified to do. I am a Certified General Real Estate Appraiser in the State
24 of California, certificate number AG005298. A true and correct summary of my appraiser
25 qualifications is attached hereto as **Exhibit "A."**

26
27 3. I have inspected the gasoline service station located at 101 E. El Camino Real,
28 Mountain View, California 94040 (hereinafter referred to as the "Mountain View Station") and

1 appraised all of the improvements and equipment located thereon, including but not limited to the
2 building, canopy, asphalt, concrete paving, landscaping, trash enclosure, underground storage
3 tanks, dispensers, waste oil tank, canopy, monument sign, pipes, all movable equipment, air
4 compressor, hoists, fixtures, fittings and installation of all items at such station consistent with the
5 "Schedule 1 at Site No. 255661," a true and correct copy of which is attached hereto as **Exhibit**
6 **"B."**

7
8 4. I conducted such appraisal in accordance with Appraisal Institute standards, and in
9 accordance with the Uniform Standards of Professional Appraisal Practice of the Appraisal
10 Foundation.

11 5. Based on my opinion as a qualified appraisal expert, the "As Is" market value of the
12 Leasehold Improvements and Equipment at the Mountain View Station as of October 31, 2007 is
13 \$145,000.00, broken down as \$75,000.00 for the improvements and \$70,000.00 for the
14 equipment. These appraised amounts were arrived at using acceptable standards and
15 methodology in the industry and reflect the market value of what a willing purchaser would pay
16 for all of the improvements and equipment at the subject premises. This appraised value assumes
17 a leasehold interest in the facility of a tenure long enough to support the remaining economic life of
18 the facility.
19

20
21 I declare under the penalty of perjury under the laws of the United States of America and the
22 State of California that the foregoing is true and correct.

23 Executed on January 3, 2007, in Walnut Creek, California.

24
25 

26
27 Andrew C. Plaine, MAI, declarant
28 Certified General Appraiser (CA #AG005298)

EXHIBIT “A”

ANDREW C. PLAINE & ASSOCIATES

REAL ESTATE APPRAISERS & CONSULTANTS

Andrew C. Plaine, MAI, SRA
1966 Tice Valley Boulevard No. 423
Walnut Creek, CA 94595

Office: (925) 977-8361
Fax: (925) 831-0287
acplaine@pacbell.net

QUALIFICATIONS OF ANDREW C. PLAINE, MAI, SRA

Andrew C. Plaine is an independent real estate appraiser providing appraisal and consulting services for all types of real estate in the San Francisco Bay Area and Northern California. He has been an independent appraiser since 1980 and was a partner in the appraisal firm of Edwards, Plaine and Company from 1993 until 2004, and is now the principal of Andrew C. Plaine and Associates, Walnut Creek, California.

He has performed appraisals of all types of real estate during his almost 30 year appraisal career in Northern California with particular emphasis on urban properties; however, he also appraises rural/agricultural property. The properties appraised include retail buildings and shopping centers, office complexes, industrial and warehouse properties, residential properties including apartments, condominiums and single family residential. He also routinely appraises vacant land. He has specialized experience in the field of auto-oriented commercial real estate (service stations, fast-food restaurants, convenience stores, etc.). His clients include numerous major corporations, financial institutions, attorneys, accountants, public agencies, and private individuals. Appraisals have been performed for a variety of purposes such as for loan, sale/purchase, eminent domain, litigation, expert witness, arbitration, and tax purposes.

In the late 1970's, Mr. Plaine was employed by the Prudential Assurance Company of London, England in their real estate department, as an appraiser/asset manager. He was involved in the purchase, sale, management, and valuation of the Prudential's extensive real estate portfolio. In the early 1970's, prior to entering college, Mr. Plaine was an assistant surveyor/appraiser with the firm of Burrows and Company, Chartered Surveyors in England. His duties involved the valuation of all types of real estate, sales and leasing, structural surveys, planning and building permit applications, and land surveying.

Mr. Plaine has been awarded two major designations from the professional organizations in the real estate industry. The Appraisal Institute awarded Mr. Plaine the MAI designation (Member Appraisal Institute) in 1991, and the SRA (Senior Residential Appraiser) designation in 1988. He has been a certified general appraiser under the California State licensing program (CA # AG005298) since 1993, and is a candidate member of the International Right-of-Way Association.

Mr. Plaine graduated in 1979 from Nottingham University, England, where he earned a Bachelor of Science Degree with Honors in Urban Estate Surveying (real estate). Subsequent education comprises numerous courses, seminars, and workshops given by leading appraisal organizations, such as the Appraisal Institute, and real estate boards.

Mr. Plaine has been active in various volunteer duties connected with the Appraisal Institute; he is a former director of the Appraisal Institution's East Bay Branch, served as a general experience review chair (SRPA) and chair of the candidate's guidance committee (MAI), as well as being a panelist and speaker at various appraisal seminars.

EXHIBIT “B”

**SCHEDULE 1 ("Property") at
Site No. 255661
101 E. El Camino Real, Mountain View, CA**

Service station building (1,624 sq. ft.)	1
MPD dispensers with CRIND	6
UST's – gasoline (With associated piping for all UST's)	
12,032 gallon Double Steel	1
12,032 gallon Double Steel	1
UST – waste oil (550 gallon)	1
Canopy	2
Monument sign	1
G-Site	1
Any/all moveable equipment, air compressor and hoists.	
Asphalt and concrete paving, landscaping and trash enclosure.	

Site No. 255661
101 E. El Camino Real, Mountain View, CA

ATTACHMENT "A" TO BILL OF SALE

UNDERGROUND STORAGE TANK INFORMATION PAGE ONE OF ONE

EXHIBIT D

UNDERGROUND STORAGE TANK INFORMATION

Site No. 255661

To Seller's Actual Knowledge, information about the UST's and monitoring system are as follows:

Tank	1	2	3
Product	UNLEADED	PREMIUM UNLEADED	WASTE OIL
Approximate Capacity	12032	12032	550
Approximate Tank Install Date	1/1/1988	1/1/1988	1/1/1988
DW or SW Tank	DOUBLE	DOUBLE	DOUBLE
Tank Material	STEEL - FG CLAD	STEEL - FG CLAD	STEEL - FG CLAD
Tank Monitoring Method	CONTINUOUSLY MONITORED	CONTINUOUSLY MONITORED	CONTINUOUSLY MONITORED
Approximate Piping Install Date	1/1/1994	1/1/1994	N/A
DW or SW Piping	DOUBLE	DOUBLE	N/A
Piping Material	FIBERGLASS	FIBERGLASS	N/A
Line Monitoring Method	CONTINUOUSLY MONITORED	CONTINUOUSLY MONITORED	N/A
ATTACH ADDITIONAL PAGES IF NECESSARY			

PROOF OF SERVICE

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is **3575 Cahuenga Boulevard West, Suite 580, Los Angeles, California 90068.**

On **January 4, 2008**, I served the documents described as:

**DECLARATION OF ANDREW C. PLAINE, MAI IN SUPPORT OF PLAINTIFF'S
OPPOSITION TO CONOCOPHILLIPS COMPANY'S APPLICATION FOR WRIT OF
POSSESSION AND PRELIMINARY INJUNCTION**

on interested parties in this action by placing a true copy thereof enclosed in a sealed envelope addressed as follows:

Clement Glynn, Esq.
Adam Friedenberg, Esq.
Glynn & Finley, LLP
One Walnut Creek Center
100 Pringle Avenue, Suite 500
Walnut Creek, CA 94596
Facsimile: (925) 945-1975

/X/ BY ELECTRONIC TRANSMISSION as follows: I sent such documents by e-mail to Adam Friedenberg, Esq. at afriedenberg@glynnfinley.com.

/X/ BY EXPRESS MAIL Via Overnight Delivery

/X/ As follows: On such date as indicated above, I deposited such envelope with an express overnight delivery service, **California Overnight**, with delivery fees paid or provided for, addressed as indicated above.

Executed on this **4th day of January, 2008**, at Los Angeles, California.

/X/ (Federal) I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.


Gennady Lebedev

EXHIBIT “4”

cc: